

**EXHIBIT A**

Winning Declaration

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

LORDSTOWN MOTORS CORP., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

**DECLARATION OF ROBERT WINNING IN SUPPORT OF APPLICATION  
FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF M3 ADVISORY PARTNERS, LP AS FINANCIAL ADVISOR  
TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS  
NUNC PRO TUNC TO SEPTEMBER 7, 2023**

I, Robert Winning, being duly sworn, declare pursuant to 28 U.S.C. § 1746, under penalty of perjury that deposes and says:

1. I am a Managing Director of M3 Advisory Partners LP (“M3” or the “Firm”)<sup>2</sup> with offices located at 1700 Broadway, 19th Floor, New York, NY 10019.

2. I submit this Declaration pursuant to Rule 2014 of the Federal Rules of Civil Procedure in support of the *Application for Entry of an Order Authorizing the Retention and Employment of M3 Advisory Partners as Financial Advisor to the Official Committee of Equity Security Holders Nunc Pro Tunc to September 7, 2023* (the “Application”). Unless otherwise stated, I have personal knowledge of the facts stated herein. To the extent any information disclosed herein requires amendment or modification upon M3’s completion of further review or as additional party-in-interest information becomes available, M3 will submit supplemental materials to the Court.

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

### **M3'S QUALIFICATIONS**

3. M3 is a restructuring advisory firm specializing in corporate restructurings, operational improvement, dispute resolution and valuation. M3 has extensive experience working with and for distressed companies in complex financial and operational restructurings, both out of court and in chapter 11 proceedings throughout the United States. M3 professionals have advised debtors, creditors, and equity constituents in numerous reorganizations, which advisory services have included financial analysis and budgeting, forecasting, cash management, operational assessments and improvements, dispute and litigation advisory, and interim management services. M3 and M3 professionals have been involved in numerous chapter 11 and international bankruptcies in capacities including advisor to official committees of stakeholders, advisor to secured and unsecured holders of debt, debtor advisory, and serving as a Chief Restructuring Officer.

4. M3 understands that the Committee selected M3 as its financial advisor based upon, among other things: the Committee's need to retain a financial advisory firm to provide advice with respect to the Debtors' restructuring activities and M3's senior professionals' extensive experience and excellent reputation in providing financial advisory services in chapter 11 cases like the Chapter 11 Cases. Furthermore, the Committee has informed M3 of its belief that M3 is well qualified to provide its services in a cost-effective, efficient, and timely manner. The Committee has submitted that the employment and retention of M3 would be in the best interests of the Debtors, their estates and their equity holders. M3 has agreed to provide financial advisory services to the Committee in the Chapter 11 Cases on the terms and conditions set forth in the Application.

5. Subject to Court approval, and in accordance with sections 328 and 1103 of the Bankruptcy Code, M3 proposes to render services to the Committee on an hourly basis according to its customary hourly rates in effect when such services are rendered. M3 professionals will be billed at their respective standard hourly rates, subject to periodic adjustment,<sup>3</sup> with the following ranges:

Professional	Hourly Rate
Managing Partner	\$1,350
Senior Managing Director	\$1,245
Managing Director	\$1,025 – 1,150
Director	\$840 – 945
Vice President	\$750
Senior Associate	\$650
Associate	\$550
Analyst	\$450

6. M3 intends to apply for compensation for professional services rendered plus reimbursement of actual, necessary expenses and other charges incurred by M3 in connection with the Chapter 11 Cases, in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, subject to approval of this Court as stated in the Application.

7. M3 will be reimbursed for its reasonable and necessary out-of-pocket expenses (which shall be charged at cost) incurred in connection with this engagement, such as travel, lodging, duplicating, research, messenger, and telephone charges. M3 shall seek reimbursement for these expenses at cost consistent with M3's standard business practices, and subject to the guidelines of the United States Trustee.

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<sup>3</sup> Like its peer firms, M3's rates are subject to periodic adjustments, including at the start of each calendar year.

8. M3 will maintain records of fees and expenses incurred in connection with the rendering of the services described above, in accordance with applicable rules and guidelines, as set forth in the Application.

9. M3 believes that its fee structure is reasonable, market-based, and designed to fairly compensate M3 for its work in the Chapter 11 Cases and to cover fixed and routine overhead expenses.

10. M3 has not received any retainer or any other payment from the Debtors or the Committee, nor has it received any promise of payment, during the one-year period prior to the filing of the Debtors' petition. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in the Chapter 11 Cases. No promises have been received by M3 or, to the knowledge of M3, by any advisors or attorneys thereto as to compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. M3 has no agreement with any other entity to share with such entity any compensation received by M3 in connection with the Chapter 11 Cases, except among employees of M3. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by M3 in its representation of the Committee.

#### **DISINTERESTEDNESS**

11. None of M3, any director, officer, or employee thereof, or I, insofar as I have been able to ascertain, represents any interest adverse to that of the Debtors' estates in the matters upon which the Committee seeks to engage M3, and I believe M3 to be a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code. In connection with its proposed retention by the Committee in these cases, M3 obtained from the Debtors' professionals the names of individuals and entities that may be parties-in-interest in the Chapter 11 Cases, a list of which is

annexed hereto as **Schedule 1** (the “Potential Parties-in-Interest”). M3 then compared the names of the Potential Parties-in-Interest with the names of entities that have entered into engagement agreements with M3 in the last three years and lists of parties-in-interest provided to M3 in other recent bankruptcy-related engagements. To the extent that this inquiry revealed that any of the Potential Parties-in-Interest (or any of their apparent affiliates known to us) entered into any such engagement agreements with M3, or any other relationship has existed, within the last three years, such parties are listed on **Schedule 2** annexed hereto (the “Disclosure Schedule”). To the best of my knowledge and belief, M3’s representation of each entity listed on the Disclosure Schedule (or any of their known or apparent affiliates) was or is only on matters that are unrelated to the Debtors and the Chapter 11 Cases.

12. Other than as listed on the Disclosure Schedule, I am unaware of any financial advisory engagements of M3 by, or other relationships with, the Potential Parties-in-Interest within the last three years.

13. From time to time, M3 has provided services, and likely will continue to provide services, to certain creditors of the Debtors and various other parties adverse to the Debtors in matters wholly unrelated to the Chapter 11 Cases. Based on my current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Debtors’ estates in matters upon which M3 is to be employed, and none are in connection with the Chapter 11 Cases.

14. M3 provides services in connection with numerous cases, proceedings, and transactions unrelated to the Chapter 11 Cases. Those unrelated matters involve numerous attorneys, financial advisors, and creditors, some of whom may be claimants or parties with actual or potential interests in the Chapter 11 Cases or may represent such parties.

15. M3's personnel may have business associations with certain creditors of the Debtors unrelated to the Chapter 11 Cases. In addition, in the ordinary course of its business, M3 may engage counsel or other professionals in unrelated matters who now represent, or who may in the future represent, creditors or other parties-in-interest in the Chapter 11 Cases.

16. Further, M3 (including its affiliates and employees) has performed in the past and may perform in the future consulting services for various attorneys and law firms, and M3 has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. Based on M3's current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships creates interests materially adverse to the Debtors' estates, and none is in connection with the Chapter 11 Cases.

17. Going forward, M3 shall disclose any and all material facts that may have a bearing on whether the Firm, its affiliates, and/or any individuals working on the engagement hold or represent any interest adverse to the Debtors' estates, and whether they have any connections to the Debtors, their creditors, or other parties-in-interest.

18. M3 and I do not believe that either of us is a "creditor" of any of the Debtors within the meaning of section 101(1) of the Bankruptcy Code. Further, neither I, M3, nor any member of the M3 engagement team serving the Committee, to the best of my knowledge, is a holder of any of the Debtors' outstanding debt, equity, or preferred stock investments.

19. None of M3, any member or employee thereof, or I, insofar as I have been able to ascertain, are so connected with the Judges of the United States Bankruptcy Court for the District of Delaware, the United States Trustee for Region 3, or the Office of the United States Trustee for the District of Delaware, as to render the employment of M3, as financial advisor for the Committee, inappropriate under Bankruptcy Rule 5002(b).

20. None of M3, any director, officer or employee thereof, or I, insofar as I have been able to ascertain, are or were a creditor, an equity holder, or an insider of the Debtors.

21. None of M3, any director, officer or employee thereof, or I, insofar as I have been able to ascertain, are or were a director, officer, or employee of the Debtors as defined in sections 101(14)(B) or (C) of the Bankruptcy Code within two years before the date of filing of the Chapter 11 Cases.

22. On the basis of the above, I believe M3 to be a “disinterested person” within the meaning of Bankruptcy Code section 101(14).

I hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: September 27, 2023

By: /s/ Robert Winning  
Robert Winning  
Managing Director  
M3 Advisory Partners, LP



**Schedule 1 to Winning Declaration**

**Debtor Entities**

1. Lordstown Motors Corp. (DE)
2. Lordstown EV Corp. (DE)
3. Lordstown EV Sales LLC (DE)

**Related/Former Names of Entities**

1. DiamondPeak Holdings Corp. (n/k/a Lordstown Motors Corp.)
2. DPL Merger Sub Corp. (n/k/a Lordstown EV Corporation)
3. MIH EV Design, LLC

**Directors and Officers**

1. Adam Kroll
2. Angela Strand
3. Dale Spencer
4. Daniel Ninivaggi
5. David T. Hamamoto
6. Donna Bell
7. Edward T. Hightower
8. Jane Reiss
9. Joseph B. Anderson Jr.
10. Keith Feldman
11. Laura Soave
12. Melissa Leonard

**Former Directors and Officers**

1. Jane Ritson-Parsons
2. John LeFleur
3. John R. Whitcomb
4. Michael Gates
5. Mickey Kowitz
6. Martin Rucidlo
7. Rebecca Roof
8. Stephen S. Burns
9. Thomas V. Canepa

### **Senior Employees**

1. Cheryl Johnson
2. Darren Post
3. Jill Coniglio-Kirk
4. Carter Driscoll
5. Michael Port
6. Raghu Aerabati
7. Waqar Hashim
8. Andrew Reyntjes

### **Top Unsecured Creditors**

1. Amphenol Interconnect Products Corporation
2. AP Expert Group LLC
3. AT&T MOBILITY-CC
4. Barry L. Leonard and Company Inc. dba Trans Machine Technologies
5. Bossard Inc.
6. CEVA Contract Logistics US Inc
7. Cognizant Mobility, Inc
8. Elaphe Propulsion Technologies LTD
9. Fiberdyne Research Pty Ltd
10. Filec Production SAS - Amphenol
11. Foxconn EV System LLC
12. Greatech Intergration (M) SDN.BHD.
13. Harco Manufacturing Group, LLC
14. HRB Industries Corp.
15. JVIS USA LLC
16. Laval Tool & Mould LTD.
17. Marelli North America Inc dba CalsonicKansel North America Inc
18. Meta Systems SpA
19. Nexteer Automotive Corporation
20. Pektron EV Limited
21. Proper Group Holdings LLC dba Proper Tooling LLC
22. Quality MetalCraft Inc.
23. SA Automotive LTD
24. Sharp Dimension Inc
25. St. Clair Technologies Inc.
26. Superior Cam Inc
27. Technology Solutions Anywhere LLC dba Readysoft
28. Teijin Automotive Technologies, Inc
29. The Timken Corporation
30. Three-Dimensional Services dba 3 Dimensional Services Group
31. thyssenkrupp Materials NA, Inc. dba Ken-Mac Metals or thyssenkrupp Steel Services
32. Ventra Group Co. dba Flex-N-Gate Bradford
33. VIA Optronics LLC

34. Zetwerk Manufacturing USA, Inc.
35. ZF Passive Safety Systems US Inc.

### **Cash Management Banks**

1. JP Morgan Asset Management
2. JP Morgan Chase Bank, N.A.
3. JP Morgan Institutional Investments Global Liquidity
4. JP Morgan Prime
5. JP Morgan Securities

### **Significant Lease and Contract Counterparties**

1. 275 Hills Tech Ventures LLC
2. Aon (Bermuda) Ltd.
3. Aon Risk Services Central Inc.
4. Aon UK Limited
5. Arthur J. Gallagher Risk Management Services, Inc.
6. Applied Medical Resources Corporation
7. Cigna Health and Life Insurance Company
8. Elaphe Propulsion Technologies Ltd.
9. Foxconn EV Property Development LLC
10. Foxconn EV System LLC
11. GAC R&D Center Detroit, LLC
12. General Motors
13. GM EV Holdings LLC
14. Liberty Property and Asset Management
15. Michigan Strategic Fund
16. Paylocity Corporation
17. Principal Life Insurance Company
18. TenantBase, Inc.
19. TransAmerica Corporation
20. Willowgreen Building Group, LLC
21. Workhorse Group Inc.

### **Significant Vendors**

1. A Say Inc dba Say Communications LLC
2. A.K.Stamping Company, Inc
3. ABSOLUTE ELECTRONICS INC
4. Akebono Brake Company
5. Amphenol Interconnect Products Corporation
6. Anchor Tool and Die Company dba Anchor Manufacturing Group, Inc.
7. Anderton Castings SAS
8. AP Expert Group LLC
9. Armada Toolworks LTD.

10. AT&T MOBILITY-CC
11. ATCO Industries, Inc.
12. Auto Motive Power Inc
13. Baker Hostetler
14. Barry L. Leonard and Company Inc. dba Trans Machine Technologies
15. Bennie W Fowler, LLC
16. Bossard Inc.
17. Brikho & Kallabat, P.C. DBA Joseph Kallabat and Associates, PC
18. CEVA Contract Logistics US Inc
19. CEVA International, Inc
20. CITIC Dicastal Co., Ltd.
21. Cognizant Mobility, Inc
22. Cognizant Worldwide Limited
23. Complete Discovery Source, Inc (CDS)
24. Contour Hardening Inc.
25. Cox Automotive Mobility Solutions, Inc
26. Cox Automotive, Inc - Manheim
27. Custodial Building Services, Inc
28. DAG LTD, LLC
29. Detroit Engineered Products dba DEP
30. Duggan Manufacturing LLC
31. Elaphe Propulsion Technologies LTD
32. Fiberdyne Research Pty Ltd
33. Filec Production SAS - Amphenol
34. Foshan Aoya Electrical and Mechanical Co., Ltd.
35. Foxconn EV Property Development LLC
36. Foxconn EV System LLC
37. Greatech Intergration (M) SDN.BHD.
38. Harco Manufacturing Group, LLC
39. Haynes and Boone, LLP
40. HRB Industries Corp
41. HubSpot Inc
42. IEE S.A.
43. Infosys Limited
44. Jiangyin Haida Rubber and Plastic Co., Ltd. dba Haida
45. JVIS USA LLC
46. KPMG LLP
47. Lasky, LLC
48. Laval Tool & Mould LTD.
49. Logicalis, Inc.
50. Lumma Clean LLC
51. Mahle Behr USA Inc
52. Mainfreight, Inc - Canada
53. Mainfreight, Inc.
54. Marelli North America Inc dba CalsonicKansel North America Inc
55. Megatronix (Beijing) Technology Co., Ltd.

56. Meta Systems SpA
57. Miotti Srl
58. Mosaic Corporation
59. MSSC US INC.
60. New Eagle, LLC
61. Nexteer Automotive Corporation
62. OpenText Inc.
63. Payscale Inc
64. Pektron EV Limited
65. Pi Innovo LLC
66. Pierburg US LLC
67. Potter Anderson & Corron LLP
68. Principal Life Insurance Company
69. Proper Group Holdings LLC dba Proper Tooling LLC
70. Quality MetalCraft Inc.
71. Racar Engineering, LLC
72. Ready Logistics, LLC
73. Roush Industries, Inc.
74. RTL Systems, LLC
75. SA Automotive LTD
76. Schwab Industries, Inc.
77. SG Automotive d.o.o.
78. Sharp Dimension Inc
79. Sherpa Commercial Vehicles, LLC
80. Silverman Consulting, Inc
81. Simpson Thacher & Bartlett LLP
82. Socotec Advisory, LLC
83. St. Clair Technologies Inc.
84. Sullivan & Cromwell LLP
85. Superior Cam Inc
86. Sybridge Technologies Canada, Inc
87. Technology Solutions Anywhere LLC dba Readysoft
88. Teijin Automotive Technologies, Inc
89. TERIS - Phoenix LLC DBA TERIS
90. The Timken Corporation
91. Three-Dimensional Services dba 3 Dimensional Services Group
92. thyssenkrupp Materials NA, Inc. dba Ken-Mac Metals or thyssenkrupp Steel Services
93. Transportation Research Center, Inc. dba TRC, Inc.
94. Triple Crown Consulting, LLC
95. TTI, INC dba Symmetry Electronics (a division of TTI, Inc.) and RFMW(a division of TTI, Inc.)
96. Ventra Group Co. dba Flex-N-Gate Bradford
97. VIA Optronics LLC
98. Victora Auto Private Limited
99. Zetwerk Manufacturing USA, Inc
100. ZF PASSIVE SAFETY SYSTEMS US INC.

### **Customers**

1. Army Contracting Command - Detroit Arsenal (ACC-DTA)
2. City of Washington, D.C.
3. Greenstreet EV Inc.
4. JoeyB QB LLC
5. Pratt & Miller Engineering & Fabrication LLC
6. San Diego Unified Port District
7. Sherpa Commercial Vehicles LLC

### **Investors with over 5% Holdings**

1. Foxconn (Far East) Limited
2. Foxconn EV Technology, Inc.
3. Foxconn Ventures Pte. Ltd.
4. Foxteq Holdings Inc.
5. Foxteq Integration Inc.
6. Hon Hai Precision Industry Co., Ltd.
7. Hon Hai Technology Group
8. PCE Paragon Solutions Kft.

### **Debtor Restructuring Professionals**

1. Jefferies Group LLC
2. Kurtzman Carson Consultants, LLC
3. Richards Layton & Finger, P.A.
4. Silverman Consulting, Inc.
5. White & Case LLP

### **Ordinary Course Professionals & Professionals of Parties in Interest**

1. Akin Gump Strauss Hauer & Feld LLP
2. Ankura Intermediate Holdings, LP dba Ankura Consulting Group LLC
3. Baker & Hostetler LLP
4. Bernstein Litowitz Berger & Grossman, LLP
5. Bodman PLC
6. Climaco, Wilcox, Peca, Tarantino & Garofoli
7. Cohen Rosenthal & Kramer
8. Cooch and Taylor
9. Cummins Law
10. deLeeuw Law LLC
11. Dechert LLP
12. Deloitte & Touche LLP
13. Dentons US
14. Dittmer, Wagoner & Steele
15. Elfvin, Klingshirn, Royer & Torch, LLC

16. Employment Law Partners
17. Entwistle & Cappucci LLP
18. Ernst & Young U.S. LLP
19. Fisher and Phillips LLP
20. Foley & Lardner LLP
21. FTI Consulting, Inc.
22. Gladstein, Neandross & Associates
23. Hagens Berman Sobol Shapiro LLP
24. Haynes and Boone, LLP
25. Kaskela Law LLC
26. Kooperman Mentel Ferguson Yaross
27. KPMG LLP
28. Labaton Sucharow LLP
29. Latham & Watkins LLP
30. Law Office of Daniel R. Karon
31. Lasky, LLC
32. Lifshitz Law PLLC
33. Long Law, LLC
34. Mercer Capital Management, Inc.
35. Merriman Legando Williams & Klang
36. Murray, Murphy, Moul & Basil
37. Nelson Mullins Riley & Scarborough LLP
38. Paul Hastings LLP
39. Perantinides & Nolan
40. Perez & Morris
41. Phillips ADR Enterprises PC
42. Pomerantz LLP
43. Potter Anderson & Corroon LLP
44. Prospect Law LLP
45. Purcell & Lefkowitz LLP
46. Robbins Geller Rudman & Dowd
47. RSM US LLP
48. Saxena White
49. Schall Law
50. Schubert Jonckheer & Kolbe LLP
51. Seyfarth Shaw LLP
52. Shapiro Haber & Urmy LLP
53. Simpson Thacher & Bartlett LLP
54. Socotec Advisory, LLC
55. Strauss Troy
56. Sullivan & Cromwell LLP
57. The Brown Law Firm, P.C.
58. The Rosen Law Firm, P.A.
59. Winston & Strawn LLP
60. WIT Legal, LLC
61. Zoll & Kranz

### **Insurance Parties**

1. Accredited Specialty Insurance Company
2. Allied World Specialty Insurance Company
3. Associated Industries Insurance Co., Inc
4. AXIS Insurance Company
5. Berkley Insurance Company
6. CFC Underwriting / Lloyds
7. Continental Casualty Company
8. Endurance Assurance Corporation
9. Fair American Insurance & Reinsurance Co
10. Gemini Insurance Company
11. General Star Indemnity Company
12. Hudson Insurance Company
13. Ironshore Specialty Insurance Company
14. Magna Carta Insurance Ltd. / Lloyds
15. National Union Fire Ins Co of Pittsburgh, PA
16. RSUI Indemnity Company
17. RT Specialty Insurance Services, LLC
18. Samsung Fire & Marine Ins Co Ltd (US Br)
19. SiriusPoint Bermuda Insurance Company
20. The Cincinnati Indemnity Company
21. The Cincinnati Insurance Company
22. Underwriters At Lloyds London
23. Westfield Specialty Insurance Comp
24. XL Specialty Insurance Company

### **Utilities**

1. AT&T Business Direct
2. AT&T MOBILITY-CC
3. Comcast Holdings Corporation dba Comcast Cable Communication Management LLC
4. Cox Communications California LLC dba Cox Business
5. CR&R Environmental Services
6. Detroit Disposal & Recycling
7. Irvine Ranch Water District
8. Sonitrol Orange County
9. Southern California Edison
10. Southern California Gas Company dba The Gas Company; So Cal Gas

### **Taxing and Regulatory Authorities**

1. California Franchise Tax Board
2. California Department of Tax and Fee Administration
3. California State Board of Equalization
4. Committee on Foreign Investment in the United States



5. Delaware Secretary of State
6. Delaware State Treasury
7. Delaware Tax Authority
8. Internal Revenue Service
9. Michigan Department of Treasury
10. National Highway Traffic Safety Administration
11. Ohio Bureau of Workers' Compensation
12. Ohio Department of Taxation
13. Orange County Property Taxes
14. Pipeline and Hazardous Materials Safety Administration
15. Securities and Exchange Commission
16. U.S. Department of Justice
17. U.S. Patent and Trademark Office
18. Village of Lordstown, OH Income Tax Department

### **Litigation Parties**

1. Alicia Kelley
2. An Thai
3. Andrew C. Richardson
4. Angela Strand Boydston
5. Ashith Pabbathi
6. Atri Amin
7. Bei Qin
8. Benjamin Herbert
9. Caimin Flannery
10. Carole Cooper
11. Christopher Kim
12. Chuan D. Vo
13. Claude L. Patterson
14. Dale G. Spencer
15. Dan Zhihong Huang
16. Daniel J. Cohen
17. Daniel Tavares
18. Dari Tehrani
19. Darren Post
20. David M. Cohen
21. David T. Hamamoto
22. Ed Lomont
23. Eskander Tehrani
24. Ethan Fingerer
25. Evaristo Sarabia
26. FNY Managed Accounts LLC
27. George Troicky
28. Globestar Systems Inc.
29. Gurpreet Singh

30. Herbert Stotler
31. Hong Xin Huan (a/k/a George Huan)
32. Jane Reiss
33. Janelle Jackson
34. Jesse Brury
35. John H. Jenkins
36. John LeFleur
37. John Vo
38. Joshua Betof
39. Judith A. Hannaway
40. Julio C. Rodriguez
41. Karma Automotive LLC
42. Keith A. Feldman
43. Kenneth Davenport
44. Kevin Levent
45. Kin San Chan
46. M.R.S. Leasing Corporation LTD
47. Mario Guerrero
48. Mark A. Walsh
49. Martin J. Rucidlo
50. Matthew Rico
51. Michael Fabian
52. Michael D. Gates
53. Mickey W. Kowitz
54. Mohammed Chowdhury
55. Phil Richard Schmidt
56. Pnina Cohen
57. Punak Engineering, Inc.
58. Randy Slipher
59. Raymond Romano
60. Robert Miller
61. Robert Palumbo
62. Roger J. Durre
63. Shane Brown
64. Simha Cohen
65. Stephen Punak
66. Stephen S. Burns
67. Steven R. Hash
68. Steven Terry
69. Sulayman Zuod
70. DiamondPeak Sponsor LLC
71. Silverpeak and related entities (which includes SP SPAC Sponsor LLC, Silverpeak Real Estate Partners L.P., Silverpeak Strategic Partners LLC, Silverpeak Credit Partners LP, Silverpeak Renewables Investment Partners LP, and certain other affiliated entities)

**Lien Holders**

1. Competition Engineering, Inc.
2. Foxconn EV Technology, Inc.
3. Hewlett-Packard Financial Services Company
4. Peterson Jig and Fixture, Inc.
5. Precision Jig and Fixture
6. Proper Tooling, LLC & Proper Group International, LLC

**Office of the United States Trustee (Wilmington, DE)**

1. Andrew Vara
2. Benjamin Hackman
3. Christine Green
4. Denis Cooke
5. Diane Giordano
6. Dion Wynn
7. Edith A. Serrano
8. Hannah M. McCollum
9. Holly Dice
10. James R. O'Malley
11. Jane Leamy
12. Joseph Cudia
13. Joseph McMahon
14. Juliet Sarkessian
15. Karen Starr
16. Lauren Attix
17. Linda Casey
18. Linda Richenderfer
19. Michael Panacio
20. Nyanquoi Jones
21. Richard Schepacarter
22. Rosa Sierra-Fox
23. Shakima L. Dortch
24. Timothy J. Fox, Jr.

**United States Bankruptcy Judges in the District of Delaware**

1. Ashley M. Chan
2. Brendan L. Shannon
3. Craig T. Goldblatt
4. John T. Dorsey
5. Karen B. Owens
6. Kate Stickles
7. Laurie S. Silverstein
8. Mary F. Walrath

9. Thomas M. Horan

**Other Parties in Interest**

1. Softbank
2. Blackrock Institutional Trust Company, N.A.
3. Blackrock

## Schedule 2 to Winning Declaration

### **Potential Connections or Related Parties<sup>1</sup>**

- In the ordinary course of its financial advisory practice, M3 Advisory Partners, LP or its senior professionals (collectively, “**M3**”) have recently had and/or currently have relationships with various law firms, accounting firms, financial advisory firms, and other professionals and service providers, as well as affiliates of the foregoing who are listed on Schedule I (the “**Debtor Disclosure Schedule**”) as parties-in-interest in these proceedings (each, an “**Ancillary Entity**”). Such relationships have included, among other things, M3 or its senior professionals<sup>2</sup> serving as an advisor to clients in engagements where (a) such client was or is represented by one or more Ancillary Entities or (b) one or more Ancillary Entities has represented or currently represents one or more parties-in-interest who are not clients of M3. Additionally, certain of the Ancillary Entities may have retained, or been retained by M3 and its affiliates, in the recent past with respect to matters unrelated to the Debtors and their bankruptcy cases. The Persons shown on the Debtor Disclosure Schedule who constitute (or whose affiliates constitute) Ancillary Entities include, without limitation: Akin Gump Strauss Hauer & Feld LLP; Ankura Intermediate Holdings, LP (dba Ankura Consulting Group LLC); Baker & Hostetler LLP; Dechert LLP; Deloitte & Touche LLP; Dentons US; Ernst & Young U.S. LLP; Fisher & Phillips LLP; Foley & Lardner LLP; FTI Consulting, Inc.; Haynes & Boone LLP; Jefferies Group LLC; KPMG LLP; Kurtzman Carson Consultants, LLC; Latham & Watkins LLP; Nelson Mullins Riley & Scarborough LLP; Paul Hastings LLP; Potter Anderson & Corroon LLP; Richards Layton & Finger P.A.; RSM US LLP; Seyfarth Shaw LLP; Simpson Thacher & Bartlett LLP; Sullivan & Cromwell LLP; The Brown Law Firm, P.C.; White & Case LLP; and Winston & Strawn LLP. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- M3 has currently has or recently has had relationships with various bank and non-bank lenders, trustees, other financial institutions acting in various capacities, and other equity and debt financing sources, as well as affiliates of any of the foregoing, who are listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings (collectively, the “**Financial Institutions**”). Such relationships may include, among other things, (a) a direct relationship between M3 and one or more of the Financial Institutions, (b) M3 advising Persons who themselves have relationships with such Financial Institutions and (c) M3 being involved in a proceeding or other engagement in which one or more Financial Institutions was separately a party-in-interest (the parties-in-interest described in clauses (a), (b) and (c) collectively, “**Ancillary Institutions**”). Such Ancillary Institutions include, without limitation:

<sup>1</sup> References in this Schedule to parties-in-interest with which M3 currently has or recently has had relationships in any category described above are not exclusive and the party-in-interest or an affiliate thereof also may have other relationships with M3 in the same or other categories without specific identification. All disclosures contained herein are made to the knowledge of M3 based upon parties-in-interest disclosures provided in various engagements and other information of which the senior professionals at M3 have actual knowledge. For purposes of this Schedule, the term “**Persons**” shall include entities and natural persons and any reference to a specific Person shall be deemed to also be a reference to affiliates of such Person.

<sup>2</sup> For purposes of this Schedule, the term “senior professionals” refers to Managing Directors and Directors of M3.

Blackrock/Blackrock Institutional Trust Company, N.A.; and JP Morgan Asset Management / JP Morgan Chase Bank, N.A. / JP Morgan Institutional Investments Global Liquidity / JP Morgan Prime / JP Morgan Securities. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.

- On the Debtor Disclosure Schedule, Aon (Bermuda) Ltd., Aon Risk Services Central Inc. and Aon UK Limited have been disclosed as a “Significant Lease and Contract Counterparties.”
  - Aon (Bermuda) Ltd. And certain of its affiliates have been identified as Vendors, Insurance Providers in multiple other engagements where M3 currently serves or recently has served as a financial advisor. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- On the Debtor Disclosure Schedule, Arthur J. Gallagher Risk Management Services, Inc. has been disclosed as a “Significant Lease and Contract Counterparty.”
  - Each of Arthur J. Gallagher, Arthur J. Gallagher Risk Management Services, Inc. and Arthur J. Gallagher Risk Management Services has been identified as an “Insurer” (or analogous role) in multiple other engagements where M3 currently serves or recently has served as a financial advisor. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- On the Debtor Disclosure Schedule, Cigna Health and Life Insurance Company has been disclosed as a “Significant Lease and Contract Counterparty.”
  - Cigna Health and Life Insurance Company and certain of its affiliates have been identified as a “significant Vendor”, a “Secured Lender” or an “Insurer” (or analogous role) in multiple other engagements where M3 currently serves or recently has served as a financial advisor. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- On the Debtor Disclosure Schedule, GMEV Holdings LLC has been disclosed as a “Significant Lease and Contract Counterparty.”
  - GM Auto Tech, and GM Service Parts Operations have been identified as “Vendors” to a company on whose Board of Directors an M3 senior professional recently served as an independent director.
  - GM Financial has been identified as a “Top-30 Creditor” of a company for which M3 is currently serving as financial advisor.

To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.

- On the Debtor Disclosure Schedule, Principal Life Insurance Company has been disclosed as a “Significant Lease and Contract Counterparty.”
  - Principal Financial Group, Principal Financial Services, Principal Global Investors Trust Co., Principal Life Insurance Company and Principal Securities, Inc. have been identified as a “Contract Counterparty,” “Secured Lender,” “Employment Benefits Info” in various completed engagements of M3.
  - Principal Financial Group has been identified as a “Lender” to a company for which M3 is currently serving as financial advisor.

To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.

- On the Debtor Disclosure Schedule, CEVA Contract Logistics US Inc. has been disclosed as a “Top Unsecured Creditor” and/or a “Significant Vendor”.
  - CEVA Freight LLC has been identified as a “Significant Vendor” in the bankruptcy proceeding of AppHarvest Products LLC and certain affiliated debtors in the United States Bankruptcy Court for the Southern District of Texas (Case No. 23-90745 (DRJ)). M3 currently serves as financial advisor to the Official Committee of Unsecured Creditors in such case. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- On the Debtor Disclosure Schedule, Robert Miller has been disclosed as a “Litigation Party.”
  - An individual by the name of Robert Miller has been identified as a “Plaintiff” against a company for whose legal counsel M3 currently is serving as financial advisor. M3 does not have sufficient information to know whether it is the same “Robert Miller” in both instances. Regardless, however, to the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- M3 currently purchases or recently has purchased goods and services in the ordinary course of business and in the open market from vendors who are listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings. Similarly, clients of M3, and debtors and parties-in-interest with respect to matters in which M3 is currently involved or recently has been involved in various capacities, also purchase or recently have purchased, or sell or recently have sold, goods and services in the ordinary course of business and in the open market from or to certain of the Persons listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.
- M3 currently serves or recently has served as a financial advisor to various Persons which have (a) purchased, or currently purchase, insurance (including, without limitation, health and similar insurance), employment benefits services, or utilities from, (b) leased property or assets from landlords or lease counterparties who are, or (c) recently have been or are subject to the taxing

or other regulatory authority of, Persons listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings. In addition, M3 itself purchases or has recently purchased insurance, employments benefits services or utilities from, or currently or recently has leased property or assets from, or is or recently has been subject to the taxing or other regulatory authority of, Persons who are listed on the Debtor Disclosure Schedule as parties-in-interest to these proceedings. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.

- In the ordinary course of its business, M3 provides services to Persons currently or recently conducting, or involved in, bankruptcy proceedings in various federal bankruptcy courts in the United States. In connection with these proceedings, M3 interacts with Judges of the United States Bankruptcy Courts and personnel of the Office of the United States Trustee in various jurisdictions, including, without limitation, those of the District of Delaware. To the best knowledge of the senior professionals at M3 on the date hereof, such relationships have been unrelated to the Debtors, do not create interests adverse to the Debtors and are not in connection with these proceedings.